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Proposed Counsel for the Debtor and Debtor-in-Possession

UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF NEW YORK

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In re:

Chapter 11

Case No. 24-73789

GOLDNER CAPITAL MANAGEMENT LLC,

Debtor.

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LIMITED LIABILITY COMPANY RESOLUTION

I, Samuel Goldner, Manager of GOLDNER CAPITAL MANAGEMENT LLC (“Debtor” or “Company”), the above-captioned Limited Liability Company, do hereby certify that the following resolution was unanimously adopted on October 1, 2024:

“RESOLVED, that by reason of the Company being unable to pay its debts as they mature and/or including the economic situation created by virtue of multiple litigations and the pending notice of UCC sales asserted against the Company, it is deemed expedient, necessary and in the best interests of the Company, its members and its creditors, that the Company seek relief under Title 11 of the United States Code from such circumstance and condition, and that the Limited Liability Company, acting by its Manager, an authorized representative of Debtor, is hereby authorized, empowered and directed to institute a proceeding pursuant to Title 11, United States Code (Chapter 11 of the Bankruptcy Code), and to retain the law firm of LaMonica Herbst & Maniscalco, LLP, 3305 Jerusalem Avenue, Suite 201, Wantagh, New York 11793, as counsel for the Company in such proceedings, and to prepare, execute and deliver, in the name of the Company, or cause to be prepared, executed and delivered in its name, any and all petitions, pleadings, schedules, financial statements, affidavits, proposals, plans, arrangements, agreements or instruments whatsoever, and make do and perform any and all other things whatsoever, all upon such terms and conditions deemed necessary, proper or appropriate in the discretion of the foregoing Manager and authorized representative of the Debtor to accomplish the foregoing purposes.”

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Limited Liability Company this 1st day of October 2024.

Dated: October 1, 2024

GOLDNER CAPITAL MANAGEMENT
LLC

By: s/ Samuel Goldner
Samuel Goldner
Title: Manager

Sworn to before me this 1st day of October 2024

s/ Melanie A. FitzGerald
Melanie A. FitzGerald
Notary Public, State of New York
No. 02FI4841188
Qualified in Nassau County
Commission Expires December 31, 2025